

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden
hours per response 16.00

SEC USE ONLY

Prefix Serial

DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

UP TO \$4,500,000 OFFERING OF COMMON STOCK

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

MAD CROC BRANDS INC.

Address of Executive Offices (Number and Street, City, State, Zip Code)

2150 W. 18TH STREET, SUITE 202, HOUSTON, TEXAS 77008

Telephone Number (Including Area Code)

(713)426-2727

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

WE ARE IN THE ENERGY GUM AND ENERGY DRINK BUSINESS.

Type of Business Organization

☒ corporation☐ limited partnership, already formed☐ other (please specify):☐ business trust☐ limited partnership, to be formed

Month

Year

0 5

20 06

Actual or Estimated Date of Incorporation or Organization:

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction)☒ Actual☐ Estimated

PROCESSED

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GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general managing partner of partnership issuers.

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

BROOKS, KERRY

Business or Residence Address (Number and Street, City, State, Zip Code)

2150 W. 18TH STREET, SUITE 202, HOUSTON, TEXAS 77008

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

HAMILTON, COREY

Business or Residence Address (Number and Street, City, State, Zip Code)

2150 W. 18TH STREET, SUITE 202, HOUSTON, TEXAS 77008

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

HALL, COLIN

Business or Residence Address (Number and Street, City, State, Zip Code)

2150 W. 18TH STREET, SUITE 202, HOUSTON, TEXAS 77008

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

KAMIN, ANTHONY

Business or Residence Address (Number and Street, City, State, Zip Code)

2150 W. 18TH STREET, SUITE 202, HOUSTON, TEXAS 77008

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

AGEE, JOANN

Business or Residence Address (Number and Street, City, State, Zip Code)

2150 W. 18TH STREET, SUITE 202, HOUSTON, TEXAS 77008

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ☐ No ☒
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ **No MINIMUM**
3. Does the offering permit joint ownership of a single unit? Yes ☒ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input checked="" type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.	\$ _____	_____
Equity.	\$ 4,500,000	\$ 1,400,000
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ _____	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	1	\$ 1,400,000
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only).	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/> \$ _____
Printing and Engraving Costs	<input type="checkbox"/> \$ _____
Legal Fees	<input checked="" type="checkbox"/> \$ 10,000
Accounting Fees.	<input type="checkbox"/> \$ _____
Engineering Fees	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/> \$ 270,000
Other Expenses (identify) _____	<input type="checkbox"/> \$ _____
Total	<input checked="" type="checkbox"/> \$ 280,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

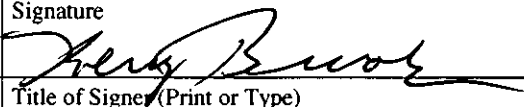
\$ 4,220,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment.	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness.	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ <u>4,220,000</u>
Other (specify):		
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ <u>4,220,000</u>
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ <u>4,220,000</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) MAD CROC BRANDS, INC.	Signature 	Date JUNE 7, 2007
Name of Signer (Print or Type) KERRY BROOKS	Title of Signer (Print or Type) CHIEF EXECUTIVE OFFICER	

- (1) INCLUDES SALES MADE TO PERSONS RESIDING OUTSIDE THE UNITED STATES.

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

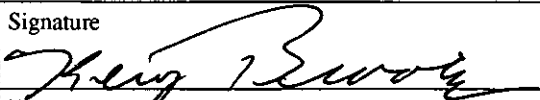
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) MAD CROC BRANDS, INC.	Signature 	Date JUNE 7, 2007
Name of Signer (Print or Type) KERRY BROOKS	Title (Print or Type) CHIEF EXECUTIVE OFFICER	

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		X	COMMON STOCK	0	\$0.00				X
AR									
CA		X	COMMON STOCK	0	\$0.00				X
CO									
CT									
DE									
DC									
FL									
GA		X	COMMON STOCK	0	\$0.00				X
HI									
ID									
IL		X	COMMON STOCK	0	\$0.00				X
IN									
IA									
KS									
KY		X	COMMON STOCK	0	\$0.00				X
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV		X	COMMON STOCK	1	\$1,400,000				X
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X	COMMON STOCK	0	\$0.00				X
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

Mad Croc Brands, Inc.
Balance Sheet
(Unaudited)

	Oct 31, 06	Nov 30, 06	Dec 31, 06	Jan 31, 07	Feb 28, 07	Mar 31, 07
ASSETS						
Current Assets						
Checking/Savings						
Operating	18,545.74	1,050.20	10,296.62	2,302.11	89,693.66	11,493.48
Deposit	13,640.27	56,784.81	2,982.58	663,732.25	48,565.16	1,078.09
Eacrow II	96.97	60,157.47	143.95	499,823.02	3,519.64	1,478.64
Investment	1,031,342.83	395,698.03	162,978.30	53,373.17	1,307,252.45	686,217.25
Payroll	10,875.00	275.16	1,586.99	6,313.84	1,519.00	2,438.87
Certificate of Deposit	50,455.07	50,609.66	50,759.41	-	-	-
Total Checking/Savings	1,124,955.88	564,575.33	228,747.85	1,225,544.39	1,450,549.91	702,706.33
Accounts Receivable						
*Accounts Receivable	110,126.28	155,970.42	268,311.54	182,231.70	287,864.86	840,247.78
Total Accounts Receivable	110,126.28	155,970.42	268,311.54	182,231.70	287,864.86	840,247.78
Other Current Assets						
Prepaid Expenses	810.00	3,860.00	26,443.35	23,050.00	35,030.00	74,619.28
A/R Reserve for Bad Debt	(6,736.99)	(6,736.99)	(9,305.42)	(9,305.42)	(9,305.42)	(26,658.93)
Employee Advance	9,875.00	9,875.00	-	-	-	-
Inventory, Drinks	120,244.76	118,676.19	101,194.59	107,736.52	218,043.90	158,562.03
Inventory, Gum	376,634.89	746,304.99	1,004,927.09	1,050,973.10	1,123,017.15	918,005.45
Inventory, Chews						15,892.80
Inventory, 1/4 Pallet					178,720.42	177,823.79
Inventory in Transit	46,602.13	24,500.60	125,946.00	7,051.92	9,814.46	218,662.69
WIP	364,499.74	150,634.61	120,401.98	235,297.94	98,554.65	341,242.18
Prepaid Insurance	36,729.30	32,138.50	27,547.70	37,076.85	29,192.78	23,298.18
Prepaid Inventory	79,138.76	152,253.60	197,431.96	128,323.11	101,761.49	60,740.83
Prepaid Rent	6,670.84	7,152.18	4,065.43	3,168.12	3,498.12	3,498.12
Total Other Current Assets	1,034,468.43	1,238,658.68	1,598,652.68	1,583,372.14	1,788,327.55	1,965,686.42
Total Current Assets						
Fixed Assets						
Computers & Equipment	27,670.03	35,057.00	35,057.00	36,962.23	38,348.94	40,247.88
Furniture & Fixtures, Dayton	2,247.00	2,247.00	2,247.00	2,247.00	2,247.00	2,247.00
Z Accum Depreciation	(2,854.56)	(3,855.12)	(4,855.68)	(5,892.48)	(6,984.49)	(7,580.62)
Total Fixed Assets	27,062.47	33,448.88	32,448.32	33,316.75	33,611.45	34,914.26
Other Assets						
Deposits	3,965.00	4,115.00	8,505.06	8,505.06	18,505.06	18,505.06
Prepaid Royalty	45,000.00	45,000.00	45,000.00	45,000.00	45,000.00	45,000.00
Trademarks & Licenses	1,280,000.00	1,280,000.00	1,280,000.00	1,280,000.00	1,280,000.00	1,280,000.00
Z Accum Amort Trademarks	(35,555.55)	(42,666.66)	(49,777.77)	(56,888.88)	(63,999.99)	(71,111.10)
Total Other Assets	1,293,409.45	1,286,448.34	1,283,727.29	1,276,616.18	1,279,505.07	1,272,393.96
TOTAL ASSETS	3,590,022.51	3,279,101.65	3,411,887.68	4,301,081.16	4,839,858.84	4,815,948.75

	Oct 31, 06	Nov 30, 06	Dec 31, 06	Jan 31, 07	Feb 28, 07	Mar 31, 07
LIABILITIES & EQUITY						
Liabilities						
Current Liabilities						
Accounts Payable						
Accounts Payable	473,114.89	350,680.92	578,826.11	321,116.22	655,135.25	775,639.97
Total Accounts Payable	473,114.89	350,680.92	578,826.11	321,116.22	655,135.25	775,639.97
Other Current Liabilities						
Accrued Expenses	143,011.06	323,748.14	318,189.38	477,925.12	347,610.28	449,274.67
Accrued Bldg Lease				(132,647.29)	(130,472.74)	(128,298.19)
Payroll Taxes Payable	-	432.09	940.99	1,191.23	-	197.21
Trademark Contingency	38,944.82	36,199.96	36,199.96	36,199.96	36,199.96	-
Total Other Current Liabilities	181,955.88	360,380.19	355,330.33	382,669.02	253,337.50	321,173.69
Total Current Liabilities	655,070.77	711,061.11	934,156.44	703,785.24	908,472.75	1,096,813.66
Long Term Liabilities						
Building Lease Payable				134,821.84	132,626.81	130,431.78
Total Long Term Liabilities				134,821.84	132,626.81	130,431.78
Total Liabilities	655,070.77	711,061.11	934,156.44	838,607.08	1,041,099.56	1,227,245.44
Equity						
Common Stock	14,628.95	14,787.06	15,181.80	17,407.76	18,796.33	19,215.71
Paid in Capital	4,191,320.79	4,251,242.68	4,400,847.94	5,778,607.50	6,638,078.05	6,965,988.63
Retained Earnings	(116,000.49)	(116,000.49)	(116,000.49)	(116,000.49)	(116,000.49)	(116,000.49)
Net Income	(1,154,997.51)	(1,581,988.71)	(1,822,298.01)	(2,217,540.69)	(2,742,114.61)	(3,280,500.54)
Total Equity	2,934,951.74	2,568,040.54	2,477,731.24	3,462,474.08	3,798,759.28	3,588,703.31
TOTAL LIABILITIES & EQUITY	3,590,022.51	3,279,101.65	3,411,887.68	4,301,081.16	4,839,858.84	4,815,948.75

Mad Croc Brands, Inc.
Profit & Loss
(Unaudited)

	July	August	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr
Revenue										
Revenue, Qtr Pallet										82,684.80
Revenue, Chew									95,135.04	64,342.08
Revenue, Drink	480.00	72,960.00	14,400.00	900.00	-	38,580.00	69,920.00	144,362.00	142,586.00	207,305.00
Revenue, Frt	140.00	(37.00)	(15.00)	-	-	-	-	-	-	-
Revenue, Gum	31,258.20	182,775.79	228,142.19	209,711.10	256,737.06	247,710.39	197,444.16	83,574.60	533,998.53	217,705.72
Total Revenue	31,878.20	255,698.79	242,527.19	210,611.10	256,737.06	286,290.39	267,364.16	227,936.60	771,719.57	572,037.60
COGS										
COGS, Qtr Pallet										36,212.31
COGS, Chew									41,321.28	27,946.56
COGS, Drink	51,710.02	40,963.20	9,079.20	406.00	-	18,860.30	29,844.80	48,148.53	53,477.94	79,091.75
COGS, Gum	51,710.02	90,158.75	116,363.63	111,161.62	138,240.78	122,071.05	99,871.10	48,261.22	257,908.09	108,662.59
Total COGS	51,710.02	131,121.95	125,442.83	111,567.62	138,240.78	140,931.35	129,715.90	96,409.75	352,707.31	251,913.21
Gross Profit	(19,831.82)	124,576.84	117,084.36	99,043.48	118,496.28	145,359.04	137,648.26	131,526.85	419,012.26	320,124.39
COS	32,431.49	20,579.41	66,871.57	76,992.40	121,828.41	86,505.71	131,751.87	141,263.48	261,056.92	178,201.60
Mkt Expense	19,235.08	92,996.18	184,411.01	219,786.62	182,327.69	41,272.61	164,696.76	233,659.67	291,086.64	322,394.88
G&A Expense	125,640.95	126,797.09	198,336.89	189,968.80	244,841.17	259,320.04	237,015.50	285,056.90	409,219.43	325,997.09
Net Ordinary Income	(197,139.34)	(115,795.84)	(332,535.11)	(387,704.34)	(430,500.99)	(241,739.32)	(395,815.87)	(528,453.20)	(542,350.73)	(506,469.18)
Other Income/Expense	1,007.47	1,161.69	(127,724.82)	3,732.78	3,509.79	1,430.02	573.19	3,879.28	3,964.80	2,242.53
NET INCOME	(196,131.87)	(114,634.15)	(460,259.93)	(383,971.56)	(426,991.20)	(240,309.30)	(395,242.68)	(524,573.92)	(538,385.93)	(504,226.65)

YTD

82,684.80
159,477.12
691,493.00
88.00
2,189,057.74
3,122,800.66

36,212.31
69,267.84
279,871.72
1,144,408.85
1,529,760.72

1,593,039.94

1,117,482.86
1,751,867.14
2,402,193.86

(3,678,503.92)

(106,223.27)

(3,784,727.19)

Statement of Cash Flows
(Unaudited)

	Oct	Nov	Dec	Jan	Feb	Mar
Cash flows from operating activities:						
Net Loss	\$ (383,971.56)	\$ (426,991.20)	\$ (240,309.30)	\$ (395,242.68)	(524,573.92)	(538,385.93)
Accounts Receivable	113,601.51	(45,844.15)	(112,341.11)	86,079.84	(105,633.16)	(552,382.92)
Prepaid Expenses	-	(3,050.00)	(22,583.35)	3,393.35	(11,980.00)	(39,589.28)
A/R Reserve for Bad Debt	-	-	2,568.43	-	-	17,353.51
Employee Advance	435.89	-	9,875.00	-	-	-
Inventory Drinks	759.65	1,568.57	17,481.60	(6,541.93)	(110,307.38)	59,481.87
Inventory Gum	(39,836.48)	(369,670.10)	(258,622.10)	(46,046.01)	(72,044.05)	205,011.70
Inventory Chews	-	-	-	-	-	(15,892.80)
Inventory - 1/4 Pallet	-	-	-	-	(178,720.42)	896.63
Inventory in Transit	4,732.36	22,101.53	(101,445.40)	118,894.08	(2,762.54)	(208,848.23)
WIP	(320,388.86)	213,865.13	30,232.63	(114,895.96)	136,743.29	(242,687.53)
Prepaid Insurance	4,590.80	4,590.80	4,590.80	(9,529.15)	7,884.07	5,894.60
Prepaid Inventory	84,911.49	(73,114.84)	(45,178.36)	69,108.85	26,561.62	41,020.66
Prepaid Rent	(123.72)	(481.33)	3,086.74	897.31	(330.00)	-
Accounts Payable	(18,250.96)	(122,433.97)	228,145.19	(257,709.89)	334,019.03	120,504.72
Accrued Bldg Lease/Bldg Lease Payable	-	-	-	2,174.55	(20.48)	(20.48)
Accrued Expenses	38,344.96	190,756.35	(5,558.76)	159,735.74	(130,314.84)	101,664.39
Expense Payable	-	(10,019.27)	-	-	-	-
Payroll Tax Payable	(357.28)	432.09	508.90	250.24	(1,191.23)	197.21
Trademark Contingency	(1,995.84)	(2,744.86)	-	-	-	(36,199.96)
Stock Option Compensation	-	-	-	-	-	68,345.00
Accumulated Depreciation	795.34	1,000.56	1,000.56	1,036.80	1,092.01	596.13
Accumulated Amort Trademarks	7,111.11	7,111.11	7,111.11	7,111.11	7,111.11	7,111.11
Net Cash Flows used in Operating Activities	\$ (509,641.59)	\$ (612,923.58)	\$ (481,437.42)	\$ (381,283.75)	\$ (624,466.89)	\$ (1,005,929.60)
Cash flows from investing activities:						
Computers & Equipment	(5,195.80)	(7,386.97)	-	(1,905.23)	(1,386.71)	(1,898.94)
Deposits	(255.00)	(150.00)	(4,390.06)	-	(10,000.00)	-
Net Cash Flows used in Investing Activities	\$ (5,450.80)	\$ (7,536.97)	\$ (4,390.06)	\$ (1,905.23)	\$ (11,386.71)	\$ (1,898.94)
Cash flows from financing activities:						
Common Stock	1,978.95	158.11	394.74	2,225.96	1,388.57	419.38
Paid In Capital	750,021.05	59,921.89	149,605.26	1,377,759.56	859,470.55	259,565.58
Net Cash Provided by Financing Activities	\$ 752,000.00	\$ 60,080.00	\$ 150,000.00	1,379,985.52	860,859.12	259,984.96
Net cash increase for period	236,907.61	(560,380.55)	(335,827.48)	996,796.54	225,005.52	(747,843.58)
Cash at beginning of period	888,048.27	1,124,955.88	564,575.33	228,747.85	1,225,544.39	1,450,549.91
Cash at end of period	\$ 1,124,955.88	\$ 564,575.33	\$ 228,747.85	1,225,544.39	1,450,549.91	702,706.33

Cost of Sales

	Jul	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr
Trade Discount - Off Invoice				2,404.09	13,991.29	7,721.71	17,886.30	785.60	50,511.93	30,954.93
Trade Discount - Bill Back		39.16	49,241.27	15,453.42	1,028.50	22,647.26	-	404.00	35,084.34	37,310.96
Promotion				5,022.13	6,313.28	5,678.60	5,968.21	8,966.38	45,105.88	6,099.00
Slotting	19,633.11			4,500.00	26,158.80		35,644.83	38,616.05	3,261.96	-
Spoilage - Gum	5,298.38	6,366.40	300.67	2,973.19	12,718.41	637.38	21,476.04	-	22,553.31	12,831.74
Spoilage - Drink					95.84		692.45	373.88	4,055.48	4,329.00
Logistics - Gum		6,414.15	10,345.60	16,039.61	19,743.44	28,988.63	20,138.93	15,403.04	29,202.43	22,439.10
Logistics - Drink				215.99	2,267.84	981.13	4,743.21	63,930.41	30,327.89	29,044.28
Terms/Cash Discount		2,759.70	1,984.03	6,018.42	4,004.16	3,408.43	6,833.69	2,161.77	3,071.16	9,882.91
Vendor Discount						(2,871.95)	-	-	-	-
Broker Commission	7,500.00	5,000.00	5,000.00	24,365.55	35,506.85	19,314.52	18,368.21	10,622.35	37,882.54	25,309.68
Total	32,431.49	20,579.41	66,871.57	76,992.40	121,828.41	86,505.71	131,751.87	141,263.48	261,056.92	178,201.60

YTD

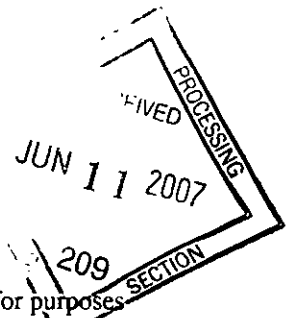
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83,153.48
127,814.75
85,155.52
9,546.65
168,714.93
131,510.75
40,124.27
(2,871.95)
188,869.70

1,117,482.86

Mad Croc Brands, Inc.
Gross Margin Analysis

January		February			March				
Product:	Revenue	COGS	Gross Margin	%	Product:	Revenue	COGS	Gross Margin	%
Drink	69,920.00	29,844.80	40,075.20	0.57	Drink	124,526.00	45,202.94	79,323.06	0.64
					8.4 oz	1,340.00	849.56	490.44	0.37
					16.9 oz	16,720.00	7,425.44	9,294.56	0.56
					8.4 oz 4-pack				
Gum	174,883.52	84,572.08	90,111.44	0.52	Gum	538,116.48	263,346.42	274,770.06	0.51
8ct	-	-	-	0.00	8ct	-	-	-	0.00
12ct	415.80	201.18	214.62	0.52	12ct	4,766.85	2,330.46	2,436.39	0.51
Clip Strip	249.48	120.68	128.80	0.52	Clip Strip	6,771.60	3,309.80	3,461.80	0.51
Power Panels	22,095.36	14,977.16	7,118.20	0.32	Power Panels	(19,434.24)	(12,925.64)	(6,508.60)	0.33
Twin Pkg	-	-	-	0.00	Twin Pkg	3,777.84	1,847.05	1,930.79	0.51
Floor Stand					Floor Stand				
					Chews	95,135.04	41,321.28	53,813.76	
TOTAL	267,364.16	129,715.90	137,648.26	0.51	TOTAL	771,719.57	352,707.31	419,012.26	0.54

April		Gross Margin		
Product:	Revenue	COGS	Gross Margin	%
Drink	164,825.00	59,831.48	104,993.52	0.64
8.4 oz	15,120.00	7,109.55	8,010.45	0.53
16.9 oz	27,360.00	12,150.72	15,209.28	0.56
8.4 oz 4-pack				
Gum	157,956.48	77,068.61	80,887.87	0.51
8ct				0.00
12ct				0.00
Clip Strip	6,237.00	2,815.22	3,421.78	0.55
Power Panels	13,044.24	5,709.34	7,334.90	0.56
Twin Pkg	34,908.16	20,535.41	14,372.75	0.41
Floor Stand	5,559.84	2,534.01	3,025.83	0.54
Chews	64,342.08	27,946.56	36,395.52	0.57
Qtr Pallet	82,884.80	36,212.31	46,472.49	0.56
TOTAL	572,037.60	251,913.21	320,124.39	0.56

Form U-2 Uniform Consent to Service of Process

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Mad Croc Brands, Inc., a corporation organized under the laws of Texas, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Kerry Brooks

(Name)

2150 W. 18th Street, Suite 202, Houston, Texas 77008

(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> AL	Secretary of State	<input type="checkbox"/> FL	Dept. of Banking and Finance
<input type="checkbox"/> AK	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input checked="" type="checkbox"/> GA	Commissioner of Securities
<input checked="" type="checkbox"/> AZ	The Corporation Commission	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> AR	The Securities Commissioner	<input type="checkbox"/> HI	Commissioner of Securities
<input checked="" type="checkbox"/> CA	Commissioner of Corporations	<input type="checkbox"/> ID	Director, Department of Finance
<input type="checkbox"/> CO	Securities Commissioner	<input checked="" type="checkbox"/> IL	Secretary of State
<input type="checkbox"/> CT	Banking Commissioner	<input type="checkbox"/> IN	Secretary of State
<input type="checkbox"/> DE	Securities Commissioner	<input type="checkbox"/> IA	Commissioner of Insurance
<input type="checkbox"/> DC	Dept. of Insurance & Securities Regulation	<input type="checkbox"/> KS	Secretary of State
<input checked="" type="checkbox"/> KY	Director, Division of Securities	<input type="checkbox"/> OH	Secretary of State
<input type="checkbox"/> LA	Commissioner of Securities	<input type="checkbox"/> OR	Director, Department of Insurance and Finance

<input type="checkbox"/> ME	Administrator, Securities Division	<input type="checkbox"/> OK	Securities Administrator
<input type="checkbox"/> MD	Commissioner of the Division of Securities	<input type="checkbox"/> PA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/> MA	Secretary of State	<input type="checkbox"/> PR	Commissioner of Financial Institutions
<input type="checkbox"/> MI	Commissioner, Office of Financial and Insurance Services	<input type="checkbox"/> RI	Director of Business Regulation
<input type="checkbox"/> MN	Commissioner of Commerce	<input type="checkbox"/> SC	Securities Commissioner
<input type="checkbox"/> MS	Secretary of State	<input type="checkbox"/> SD	Director of the Division of Securities
<input type="checkbox"/> MO	Securities Commissioner	<input type="checkbox"/> TN	Commissioner of Commerce and Insurance
<input type="checkbox"/> MT	State Auditor and Commissioner of Insurance	<input checked="" type="checkbox"/> TX	Securities Commissioner
<input type="checkbox"/> NE	Director of Banking and Finance	<input type="checkbox"/> UT	Director, Division of Securities
<input checked="" type="checkbox"/> NV	Secretary of State	<input type="checkbox"/> VT	Commissioner of Banking, Insurance, Securities & Health Administration
<input type="checkbox"/> NH	Secretary of State	<input type="checkbox"/> VA	Clerk, State Corporation Commission
<input type="checkbox"/> NJ	Chief, Securities Bureau	<input type="checkbox"/> WA	Director of the Department of Licensing
<input type="checkbox"/> NM	Director, Securities Division	<input type="checkbox"/> WV	Commissioner of Securities
<input type="checkbox"/> NY	Secretary of State	<input type="checkbox"/> WI	Department of Financial Institutions, Division of Securities
<input type="checkbox"/> NC	Secretary of State	<input type="checkbox"/> WY	Secretary of State
<input type="checkbox"/> ND	Securities Commissioner		

Dated this the 7th day of June, 2007.

(SEAL)

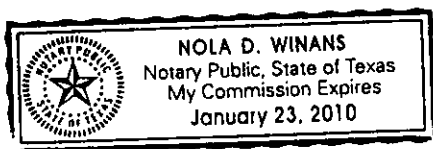
By: Kerry Brooks 6-7-07
 Kerry Brooks, Chief Executive Officer
 Mad Croc Brands, Inc.

CORPORATE ACKNOWLEDGMENT

State or Province of Texas
County of Harris

On this 7th day of June, 2007 before me Nola Winans the undersigned officer, personally appeared Kerry Brooks known personally to me to be the Chief Executive Officer of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



Nola D. Winans
Notary Public/Commissioner of Oath

My Commission Expires 1/26/2010

(SEAL)

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of _____
County of _____ ss.

On this _____ day of _____, 20____, before me, _____,
the undersigned officer, personally appeared _____ to me personally
known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing
instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

In WITNESS WHEREOF I have hereunto set my hand and official seal.

Notary Public/Commissioner of Oaths

My Commission Expires _____

(SEAL)

END